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May 7, 1999

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MAY 7 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

VIA HAND DELIVERY

Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for
Review of the Transfer of the Lockheed Martin Communications Industry
Services Business from Lockheed Martin Corporation to an Affiliate of
Warburg, Pincus & Co.
CC Docket No. 92-237/
NSD File No. 98-151
Notice of Written Ex Parte Communication

Dear Ms. Salas:

In accordance with the requirements of Section 1.1206 of the Commission's rules, I
have enclosed two copies of a letter regarding the above-referenced proceeding that is being
submitted to the Chairman on this date.

Please inform me if any questions should arise in connection with this filing.

Respectfully submitted,



J.G. Harrington
Counsel for Cox Communications, Inc.

JGH/vll

Enclosures

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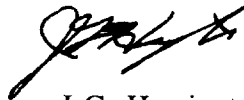
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Re: Request of Lockheed Martin Corporation and Warburg, Pincus & Co. for Review
of the Transfer of the Lockheed Martin Communications Industry Services
Business from Lockheed Martin Corporation to an Affiliate of Warburg, Pincus
& Co.
CC Docket No. 92-237
NSD File No. 98-151
Written Ex Parte Presentation

Dear Chairman Kennard:

I am writing on behalf of Lockheed Martin Corporation in response to recent filings by Mitretek Systems ("Mitretek") and PanAmSat Corporation ("PanAmSat") in the above referenced matter.¹ Lockheed Martin files this letter separately because the issues raised by these filings are specific to Lockheed Martin and its activities.

Mitretek and PanAmSat raise two markedly different types of claims. The Mitretek Letter argues that Lockheed Martin has defaulted on its obligations as North American Numbering Plan ("NANP") administrator by virtue of its proposed investment in COMSAT Corporation and certain other activities that do not involve the provision of telecommunications services. The Mitretek Comments argue that the Commission's rules do not permit a transfer of NANP administration and that Warburg Pincus will not meet the Commission's neutrality criteria. PanAmSat, on the other hand, argues that the transfer will not solve supposed neutrality issues because Lockheed Martin will retain five percent ownership in CIS Acquisition Corp. ("CISAC") and because CISAC will retain "the same systems, processes and staff" as the current NANP administration. The claims made by both Mitretek and PanAmSat plainly are baseless,

¹ Specifically, this letter responds to the April 9, 1999, letter of Kathleen Wallman on behalf of Mitretek (the "Mitretek Letter"), the April 16, 1999, Comments of Mitretek (the "Mitretek Comments") and the April 16, 1999, Comments of PanAmSat (the "PanAmSat Comments").

and Lockheed Martin is responding only to ensure a full record as to the nature of its actions in connection with the NANP administration contract. The filings by Mitretek and PanAmSat are discussed in turn below.

Mitretek

The Mitretek filings misstate the Commission's requirements and the nature and extent of Lockheed Martin's current involvement in the provision of telecommunications services. Indeed, the Mitretek Letter proposes a standard for neutrality that Mitretek, which seeks to become NANP administrator, itself likely could not meet.

Mitretek argues that Lockheed Martin has violated neutrality requirements on two grounds. Mitretek claims first that Lockheed Martin's *plans* to enter the telecommunications business constitute a violation of neutrality even though Lockheed Martin is acquiring an interest in an entity much smaller than itself that does not use telephone numbering resources.² Second, Mitretek claims that Lockheed Martin's sales of telecommunications-related equipment, including a joint marketing arrangement with a telecommunication equipment manufacturer, create a neutrality violation.³ Neither of these theories has any merit.⁴

Initially, Lockheed Martin notes that Mitretek is seeking to raise an issue that is outside the scope of this proceeding. Indeed, the Commission currently is considering a series of specific questions in this proceeding relating to the qualifications of CISAC and Warburg, Pincus & Co. The Commission has not requested comment on Lockheed Martin's continuing qualification to act as NANP administrator because that issue simply is not germane in the context of this proceeding.

Mitretek attempts to make Lockheed Martin's continuing qualifications the issue by arguing that the Commission's rules do not provide for the transfer of the NANP administrator.⁵ However, Mitretek reads too much into this omission; indeed, the Commission's failure to specify a transfer procedure could be read to mean that no prior FCC approval is contemplated or necessary. More to the point, there is no evidence in the *NANPA Selection Order* that the

² Mitretek Letter at 2-3.

³ *Id.*

⁴ The Mitretek Comments also argue that the proposed structure of CISAC after the transaction will not meet the Commission's neutrality requirements. Mitretek Comments at 4-5. These issues are addressed in the Supplemental Response of Lockheed Martin, Lockheed Martin IMS and Warburg Pincus in this proceeding on April 11, 1999, and will not be addressed separately in this letter. Moreover, the Mitretek Comments provide no justification for overturning the carefully-considered conclusion of the North American Numbering Council that CISAC would not be subject to undue influence from telecommunications carriers following the transfer.

⁵ Mitretek Comments at 4.

Commission intended to prevent transfers of control of the NANP administrator.⁶ There also can be no doubt that the Commission has the power to approve a transfer of the NANP administrator under Section 251 (e) of the Communications Act, which specifically gives the Commission the power to "designate one or more impartial entities to administer numbering resources."⁷

As to neutrality issues, even if Mitretek were correct in arguing that Lockheed Martin's actions did raise neutrality questions, Mitretek assumes incorrectly that every violation of the Commission's rules would constitute a default under the *NANPA Selection Order*.⁸ There are, in fact, other remedies available to the Commission besides declaring a default, including requiring steps to eliminate any potential neutrality concerns.⁹ Mitretek's suggestion that the only remedy for violation of neutrality is to invoke the default provisions of the Commission's rules is particularly inapt because the rules do not create a bright line test for determining whether a neutrality violation has occurred. Thus, it would be possible for the NANP administrator to take actions that it believed in good faith did not violate the neutrality requirement, only to have the Commission later hold to the contrary. In such a circumstance, it would be unreasonable to punish the violation by declaring a default. This concern is particularly relevant in this case because the activities that Mitretek argues violate neutrality are not specified anywhere in the Commission's rules.

To the extent the Commission nevertheless wishes to address Mitretek's claims regarding Lockheed Martin's current neutrality, it must do so in the context of the rules and the *NANPA Selection Order*, which is not even mentioned in the Mitretek Letter. Under these authorities, an entity complies with the neutrality requirement if it is not affiliated with any telecommunications carrier or if it is "not subject to undue influence by parties with a vested interest in the outcome of numbering administration and activities."¹⁰ Indeed, in the *NANPA Selection Order*, the Commission found that Lockheed Martin would be neutral, despite existing interests in an operating telecommunications carrier in the U.S., because the interests were small compared to Lockheed Martin's size and because the carrier did not use numbering resources.¹¹ The rules and

⁶ *Administration of the North American Numbering Plan*, 12 FCC Rcd 23040 (1997) ("*NANPA Selection Order*").

⁷ 47 U.S.C. § 251(e)(1). This power is consistent with the Commission's broader, and exclusive, jurisdiction over numbering matters. *Id.*

⁸ Mitretek Letter at 4 (describing Lockheed Martin actions as a default).

⁹ The Commission routinely adopts remedies less stringent than revocation of authority when regulating radio and common carrier services, including admonishments and requiring licensees to divest interests that create conflicts with the Commission's Rules. Moreover, the rules specifically provide that the Commission, if it believes there has been a default, must provide the NANP administrator an opportunity to cure that default. 47 C.F.R. § 52.12(e). The same rule provides that the Commission may take "any action it deems appropriate" if a default is not cured, and does not limit the Commission to termination of the contract. *Id.*

¹⁰ *NANPA Selection Order*, 12 FCC Rcd at 23081.

¹¹ *Id.*

the *NANPA Selection Order* focus on present interests in operating telecommunications carriers, especially those that use numbering resources. They do not, however, suggest that neutrality violations would occur as a result of prospective interests in providing telecommunications services or as a result of providing telecommunications equipment.

Moreover, as Lockheed Martin has informed the Commission repeatedly, it does not now provide any telecommunications services.¹² Lockheed Martin's interest in COMSAT is prospective, and requires regulatory approvals before it can be consummated. Lockheed Martin's other satellite interests all involve systems that have yet to be deployed or that will provide service almost entirely outside the U.S. market.¹³ Lockheed Martin Global Telecommunications, Inc. ("LMGT"), which, as a separate subsidiary, will hold Lockheed Martin's anticipated telecommunications service interests, now provides only system integration and related services. The \$350 million in revenues for LMGT reported in the Mitretek Letter do not come from new telecommunications services, but from pre-existing operations of Lockheed Martin that were transferred to LMGT as part of a plan by Lockheed Martin to consolidate its very limited telecommunications services resources in a single entity.

Mitretek's claims as to Lockheed Martin's system integration operations are equally baseless. Lockheed Martin has been providing these services for many years, and was providing them during the bidding process for the NANP administration contract. The joint marketing arrangement with Nortel, therefore, is simply an extension of an existing business. This no more renders Lockheed Martin non-neutral than the manufacture by Lockheed Martin of satellites used to provide telecommunications services.

Indeed, if Mitretek's theories of contamination via contact with telecommunications providers were correct, the Commission would have great difficulty finding *any* qualified entity that would meet the neutrality requirements. For instance, Mitretek itself participates in telecommunications procurements as a consultant to government agencies.¹⁴ In fact, Mitretek was a significant participant in the U.S. government's recent FTS2001 telecommunications procurement. To the extent that Lockheed Martin's neutrality is viewed as affected by assisting its customers in choosing effective telecommunications solutions (and the providers of those solutions), Mitretek's provision of similar services to government entities must be viewed as having the same effect.

¹² See, e.g., Consolidated Opposition and Reply Comments of Lockheed Martin Corporation and Regulus, LLC, File Nos. SAT-ISP-19981016-00072, SE5-T/C-19981016-01388(2) and ITC-T/C-19981016-00715, filed Dec. 21, 1998, at 38.

¹³ *Id.* at 39-43. In addition, none of Lockheed Martin's planned satellite operations will use NANP numbering resources.

¹⁴ A copy of the relevant section of Mitretek's web site, detailing the telecommunications-related services that Mitretek provides, is attached to this letter. The page was obtained at <http://www.mitretek.com/mission/telecomm/telecom.html>.

In sum, the Mitretek Letter stretches the Commission's rules and the *NANPA Selection Order* beyond recognition, posits a definition of neutrality that could be impossible for any otherwise-qualified entity to meet and improperly assumes that the Commission would have only one remedy available to it for a potential neutrality violation. The Commission should reject Mitretek's theories as inconsistent with the letter and spirit of Commission precedent in this area.

PanAmSat

The PanAmSat Comments consist of a cover letter summarizing the numbering claims made in its filings in the Commission's proceeding concerning Lockheed Martin's proposed acquisition of an interest in Comsat and copies of those filings. Lockheed Martin has addressed those claims in its filings in that proceeding and PanAmSat's initial neutrality argument also has been addressed by the April 11 Submission. This letter will respond only to PanAmSat's arguments concerning Lockheed Martin's proposed interest in CISAC.

PanAmSat suggests that the sale of the numbering administration business will not be sufficient to avoid neutrality concerns because Lockheed Martin will retain a five percent interest in the divested business and because the current staff of the numbering administration business will be transferred to the new owner.¹⁵ This claim ignores that a five percent interest falls well below the ten percent safe harbor for telecommunications interests in the numbering administrator established in the Commission's rules.¹⁶ Furthermore, PanAmSat does not explain how transferring employees to a new owner constitutes "remain[ing] closely affiliated with the NANPA."¹⁷ The Commission routinely grants transfer of control applications in all of the communications services in which employees remain with the business being transferred to the new owner. In fact, transferring the employees will eliminate any influence that Lockheed Martin otherwise might have on their activities. Thus, there is no basis for PanAmSat's objections.

¹⁵ PanAmSat Comments at 2.

¹⁶ See 47 C.F.R. § 52.12(a)(1)(i).

¹⁷ PanAmSat Comments at 2.

Hon William E. Kennard
May 7, 1999
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Please inform me if any questions should arise in connection with this letter.

Respectfully submitted,



J.G. Harrington
Counsel for Lockheed Martin Corporation

JGH/tw

cc: Hon. Susan Ness
Hon. Harold Furchtgott-Roth
Hon. Michael Powell
Hon. Gloria Tristani
Lawrence Strickling
Yog Varma
Anna Gomez
Jeannie Grimes
Tejal Mehta
Jared Carlson
Kris Monteith
Sharon Diskin
Debra Weiner

Attachment

Excerpt from Mitretek Web Site

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Telecommunications

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About the Team



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Mitretek Systems' Telecommunications and Networking Team specializes in telecommunications and networking systems engineering, network and price management, and telecommunications services procurement. The Team works to develop strategies that allow our clients to leverage telecommunications and related technologies to better accomplish their missions.

Organized in 1988, the Team is part of the Center for Telecommunications and Advanced Technology at Mitretek Systems, Inc. Mitretek Systems is a not-for-profit, private sector company performing technology-based research, development, and systems engineering in the public interest. The Team works exclusively for users of telecommunications. We are uniquely positioned to provide independent, objective, and conflict-free telecommunications advice and support to users making strategic telecommunications decisions. The Team has distinguished itself by providing innovative solutions to client problems and by a track record of achieving significant savings for its clients. The Telecommunications and Networking Team has worked for some of the largest users of telecommunications (e.g., over six billion minutes of voice traffic per year), as well as small and medium sized users.

Focused solely on assisting telecommunications and networking consumers, the Team's staff of over 80 professionals (20 percent Ph.D., 50 percent Masters, 30 percent Bachelors degrees primarily in Electrical Engineering, Computer Science, Operations Research, Math, Economics, and Systems Engineering) has previous individual experience working for interexchange carriers, local exchange carriers, equipment manufacturers, and consulting firms. We have found that many telecommunications problems require a multi-disciplinary approach to reach an optimal solution. The staff's experience and capabilities are supplemented by tools, databases, and analysis methods developed in the Team's telecommunications modeling, simulation, and prototyping laboratories.

Services

OTHER LINKS:

- [Criminal Justice](#)
- [Environment & Energy](#)
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- [National Security](#)
- [Oceans, Atmosphere & Space](#)
- [Service to the Citizen](#)
- [Telecommunications](#)
- [Transportation](#)

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The Telecommunications and Networking Team brings a unique blend of engineering, analytic, and economic skills to the design of user solutions. Typical activities conducted for clients:

- **Telecommunications Systems Engineering**
 - Strategic technology planning
 - Validation/audit of telecommunications systems
 - Requirements analysis
 - Architecture design
 - Private/public network tradeoff analysis
 - Capacity, throughput, interoperability, and implementation testing
 - Prototyping, feasibility testing, proof of concept demonstrations
 - Implementation and testing
 - Network security
- **Network and Price Optimization**
 - Optimize network topology based on cost and performance requirements
 - Price benchmarking
 - Sensitivity analysis to reflect alternative requirements and marketplace conditions
 - Facilitate savings from traffic integration
 - Analyze leased versus buy decisions
 - Exploit economics of scale in pricing and engineering
 - Telecommunications and network tools development
 - Set-up and apply commercial tools to specific client problems
 - Develop custom tools to meet client unique problems and applications
 - Design and build databases of client requirements and configurations
 - Support to tools
- **Telecommunications Services Procurement**
 - Design acquisition strategy
 - Develop request for proposals
 - Conduct source selection
 - Design and maintain price databases and analytical engines
 - Technology, usage pattern, and service demand forecasting
 - Perform specialized analyses

The Telecommunications and Networking Team also has access to other Mitretek Systems technical skills including client/server systems, software engineering, and information systems security.

Technology Scope

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Telecommunications systems have a myriad of elements and services that must be understood to design and implement optimal solutions. These services differ in their technological development and market maturity. The Telecommunications and Networking Team has capability in a broad scope of technological understanding of the following services:

- **Dedicated services**
 - Low speed facilities up to DS-1
 - High speed facilities from DS-3 through SONET
- **Switched services**
 - Circuit switched voice
 - Switched data services, including ATM, IP router networks, TCP/IP, X.25, frame relay
 - Cellular and PCS
 - Mobile and satellite services
- **Value-added services**
 - Video
 - Email
 - Security services
 - Networked information discovery and retrieval (NIDR)
 - Call center engineering
 - Directory services
 - Networked information discovery and retrieval
 - Collaborative tools
 - Network management

Client Benefits

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Many of today's businesses depend heavily on telecommunications and networking to ensure productivity and cost effectiveness. However, today's businesses are faced with choosing among increasing numbers of telecommunications and networking technologies, vendors, services, and competition. Making the correct choices directly affects the company's ability to succeed in today's competitive business climate. Mitretek provides its clients with a wide range of consulting services to help them make these difficult telecommunications and networking choices. Our services are supported by advanced telecommunications modeling tools and state-of-the-art simulation and prototyping laboratories. We provide:

- Network design and optimization
- Telecommunication architecture and systems engineering
- Value-added services engineering

- Network tool development

Mitretek's services address converging client applications and network functions to ensure integrated solutions.

Our advanced telecommunications and networking technology, analysis, and optimization services resulted in significant performance improvements and dramatic cost reductions for:

- A national private data network
 - We reduced telecommunications costs by 55 percent.
 - We provided link and node diversity, dynamic alternate routing, growth capacity, and improved network management through use of advanced technology in our defined evolutionary architecture.
- A regional private voice and data network
 - We reduced monthly costs by 45 percent through network optimization and the use of switched services.
 - We improved performance and network management through telecommunications systems engineering capabilities.
- A regional health care provider's call center
 - We reduced the overall operating cost by 23 percent.
 - We reduced the time a customer waits for an operator by a factor of 4.
 - We reduced the time a customer waits for assistance by a health care professional by a factor of 10.
 - We reduced the rate that customers abandon calls by over 20 percent.
- The federal government
 - Through network optimization, price management techniques (including indexing and selective competition), and system engineering services, Mitretek staff helped a government client save \$5 billion and reduce the cost of the average long distance telephone call by 80 percent. The cost of an average call on this government service network is now the lowest in the telecommunications business.
 - We defined the architecture and procured a data communications system providing wide area and local area network services.
 - We defined the architecture, helped procure, and are now assisting in the implementation of a private data network which will use asynchronous transfer mode and synchronous optical network technologies.

- A regional power company
 - We defined a fiber-based synchronous optical network and asynchronous transfer mode network topology to help the company provide better communications to its customers and to support diversification.

Mitrotek Systems Telecommunications and Networking Team concentrates on the consumer (demand) side of the telecommunications marketplace but is familiar with the supply side as well. We may work with any client as long as our work is in the public interest. Representative clients include:

Federal Government Clients

- U.S. General Services Administration
- Department of the Treasury
- U.S. Department of Agriculture
- Department of Veterans Affairs
- U.S. Postal Service
- Department of Defense
- Department of Labor
- Administrative Office of the U.S. Courts
- Department of the Interior
- NASA
- Federal Aviation Administration
- U.S. Senate
- U.S. House of Representatives

International Clients

- U.S. Agency for International Development
- Madagascar
- Canada

State and Local Government Clients

- State of Connecticut
- State of Maryland
- State of Wisconsin
- State of Massachusetts
- Milford, Connecticut
- State of Alaska
- State of Mississippi
- State of Oregon
- District of Columbia
- Los Angeles Police Department
- Charlotte, North Carolina
- Arlington County Public Schools

Private Sector Telecommunications User Clients

- Kaiser Permanente
- Boston Edison Company
- INOVA Hospital System
- ServiceNet

Facilities

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As a research and engineering firm, Mitretek has a 30 year tradition of advancing technology through original research. The Telecommunications and Networking Team actively invests in facilities, and personnel to maintain our position as a technology leader. Current laboratories are:

Advanced Telecommunications Laboratory (ATL)

A testbed specially designed to develop prototypes and conduct the feasibility analyses from the user perspective. The ATL is capable of configuring data, voice, and integrated voice/data switches, routers, and transmission equipment to simulate a user's situation. In addition to ATL equipment, access is also available to a number of wide area networks and services. At any one time, the ATL staff is typically testing and reviewing new equipment provided by industry.

Telecommunications Simulation Facility (TSF)

The TSF serves as the foundation of the Team's network and price optimization, as well as tool development activities. The TSF contains numerous commercially-available and Mitretek-developed network analysis, simulation and design tools. The TSF is able to address the performance, reliability, and price aspects of the Team's local area network and wide area network, dedicated to switched services, value-added services and support systems technology scope. Key to the TSF activities are a set of tools for the synthesis and optimization of voice and data networks and a set of price engines and databases required for price analysis. The TSF continues to expand to include Mitretek-developed tools for synthesis and analysis of SONET rings and ATM based networks.

Decision Support Facility (DSF)

The DSF provides secure facilities to support telecommunications services and acquisition activities. The secure facilities function at the Top Secret and high level to support the Team's clients with classified or sensitive acquisition, or other telecommunications, needs. The DSF, like the TSF, has a full complement of network price, analysis, and optimization tools available. Additionally, the DSF has a set of Lotus Notes-based applications developed by Mitretek to support the development of requests for proposals, source selection plans, and program schedules and the conduct of source selections.

The Telecommunications Review

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The Telecommunications Review is published by Mitretek's Telecommunications and Networking Team and summarizes our contributions to the fields of telecommunications and networking. The table of contents for each edition are available via:

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LinkRouter

The Mitretek Telecommunications LinkRouter is a collection

of links selected by our staff.

Send mail to ctat@mitretek.org with questions or comments.

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